

Exhibit 1

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹)	Case No. 01-01139 (KJC)
)	
Reorganized Debtors.)	(Jointly Administered)
)	
)	

Re: Various Docket Numbers²

**ORDER APPROVING QUARTERLY
FEE APPLICATIONS FOR THE FIFTY-FIRST PERIOD**

Upon the fifty-first quarterly fee applications (the “Applications”)³ of the Professionals referenced on **Exhibit A** attached hereto for the period of October 1, 2013 through December 31, 2013, (the “Compensation Period”), pursuant to sections 105(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Fed. R. Bankr. P. 2016 and the Amended Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the “Interim Compensation Order”); and it appearing that the Court has jurisdiction to consider the

¹ The Reorganized Debtors consist of the following 17 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

² Re: Docket Numbers: 31745, 32104, 31777, 32021, 31956, 31746, 31761, 31810, 31739, 31923, 32011, 32016, 31790, 31717, 31808, 31864, 31752, 31664, 32105, 32032, 31882, 31666, 31747, 31897, 31861, 31654, 31829, 31726, 31733, 31734, 31742, 31778, 31665, 31926, 31755, 31862, 32099 and 31712.

³ Capitalized terms not defined in this order shall have the meaning ascribed to them in the Interim Compensation Order.

Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and these Applications is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications having been given; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Applications as modified on **Exhibit A** hereto are granted; and it is further

ORDERED that each of the Professionals is allowed in the amounts set forth in **Exhibit A** (i) compensation for services rendered during the Compensation Period and (ii) reimbursement for actual and necessary expenses incurred during the Compensation Period; and it is further

ORDERED that the Debtors are authorized and directed to make payment to each of the Professionals, 100% of any and all fees and 100% of any and all expenses listed in **Exhibit A** that have not yet been paid pursuant to the Interim Compensation Order, provided, however, that all fees and expenses paid pursuant to this order are subject to final allowance by the Court pursuant to the terms of the Interim Compensation Order; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: _____, 2014

The Honorable Kevin J. Carey
United States Bankruptcy Judge

Exhibit A

EXHIBIT A**W.R. Grace – 51st Interim Period (October 1, 2013 through December 31, 2013)
Fee and Expense Chart with Recommendations**

ANDERSON KILL P.C.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31745	TOTAL:	\$269,831.50	\$186.66	\$269,831.50	\$186.66

BEVERIDGE & DIAMOND, P.C.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
32104	TOTAL:	\$248,187.15	(\$1.71)	\$248,187.15	(\$1.71)

BILZIN SUMBERG BAENA PRICE & AXELROD LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31777	TOTAL:	\$9,260.50	\$123.77	\$9,260.50	\$123.77

BLACKSTONE ADVISORY SERVICES L.P.¹					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
32021	TOTAL:	\$250,000.00	\$1,261.96	\$250,000.00	\$1,261.96

BMC GROUP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31956	TOTAL:	\$140,822.50	\$10,354.42	\$140,822.50	\$10,354.42

¹Blackstone's Application also includes the period of January 1, 2014 through February 3, 2014 (the "Fifty-Second Interim Application Period"). The amounts reflected in this chart include only those fees and expenses billed through the Fifty-First Interim Application Period ending December 31, 2013.

CAMPBELL & LEVINE, LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31746	TOTAL:	\$34,481.50	\$4,198.70	\$34,481.50	\$4,198.70

CAPLIN & DRYSDALE, CHARTERED					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31761	TOTAL:	\$69,764.50	\$79.71	\$69,764.50	\$79.71

CAPSTONE ADVISORY GROUP, LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31810	TOTAL:	\$83,241.00	\$147.21	\$83,241.00	\$147.21

CASNER & EDWARDS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31739	TOTAL:	\$46,128.00	\$37,682.55	\$46,128.00	\$37,682.55

CHARTER OAK FINANCIAL CONSULTING LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31923	TOTAL:	\$27,861.00	\$0.00	\$27,861.00	\$0.00

DELOITTE TAX LLP (50th through 51st Interim Application Periods)^{2,3}					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
32011	TOTAL:	\$203,967.00	\$150.03	\$202,282.00	\$150.03

² The Fiftieth through Fifty-First Interim Application Periods include July 1, 2013, through December 31, 2013.

³ Deloitte Tax's Application also includes the period of January 1, 2014, through February 3, 2014 (the "Fifty-Second Interim Application Period"). The amounts reflected in this chart include only those fees and expenses billed through the Fifty-First Interim Application Period ending December 31, 2013.

DUANE MORRIS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
32016	TOTAL:	\$8,439.00	\$715.10	\$8,439.00	\$715.10

FERRY JOSEPH & PEARCE, P.A.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31790	TOTAL:	\$9,641.00	\$1,126.68	\$9,641.00	\$1,126.68

FOLEY HOAG LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31717	TOTAL:	\$118,640.50	\$2,398.06	\$118,640.50	\$2,398.06

FRAGOMEN, DEL REY, BERNSEN & LOEWY LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31808	TOTAL:	\$7,650.00	\$535.35	\$7,650.00	\$535.35

FRANKEL, ROGER					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31864	TOTAL:	\$136,265.25	\$753.70	\$136,265.25	\$753.70

LAW OFFICES OF ROGER J. HIGGINS, LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31752	TOTAL:	\$197,647.50	\$2,144.00	\$197,647.50	\$2,144.00

THE HOGAN FIRM					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31664	TOTAL:	\$21,829.50	\$944.57	\$21,829.50	\$944.57

KAYE SCHOLER LLP (36th through 51st Interim Application Periods)^{4,5}					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
32105	TOTAL:	\$622,662.87	\$426.41	\$502,495.53	\$311.41

KIRKLAND & ELLIS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
32032	TOTAL:	\$1,165,709.50	\$35,213.42	\$1,165,709.50	\$35,213.42

KRAMER LEVIN NAFTALIS & FRANKEL LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31882	TOTAL:	\$40,653.00	\$529.11	\$40,563.50	\$529.11

LAUZON BÉLANGER LESPÉRANCE					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31666	TOTAL:	CDN\$2,519.40	CDN \$381.31	CDN \$2,519.40	CDN \$381.31

LEGAL ANALYSIS SYSTEMS, INC.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31747	TOTAL:	\$28,976.00	\$0.00	\$28,976.00	\$0.00

⁴ The Thirty-Sixth through Fifty-First Interim Application Periods include January 1, 2010, through December 31, 2013.

⁵ Kaye Scholer's Application also includes January 1, 2014, through February 3, 2014 (the "Fifty-Second Interim Application Period"). The amounts reflected in this chart include only those fees and expenses billed through the Fifty-First Interim Application Period ending December 31, 2013.

LINCOLN PARTNERS ADVISORS LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31897	TOTAL:	\$90,000.00	\$893.46	\$90,000.00	\$702.16

ORRICK, HERRINGTON & SUTCLIFFE LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31861	TOTAL:	\$334,783.50	\$7,959.95	\$334,783.50	\$7,959.95

PACHULSKI STANG ZIEHL & JONES LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31654	TOTAL:	\$68,119.00	\$31,542.45	\$68,119.00	\$31,542.45

PHILLIPS, GOLDMAN & SPENCE, P.A.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31829	TOTAL:	\$5,923.50	\$876.81	\$5,923.50	\$876.81

PRICEWATERHOUSECOOPERS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31726	TOTAL:	\$1,070,669.23	\$14,304.26	\$1,070,669.23	\$13,947.59

PRICEWATERHOUSECOOPERS LLP (California Water's Edge Tax Project – September 1, 2013-October 31, 2013)					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31726	TOTAL:	\$50,673.94	\$0.00	\$50,673.94	\$0.00

REED SMITH LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31733	TOTAL:	\$42,037.50	\$1,373.84	\$42,037.50	\$1,373.84

RICH, ALAN B.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31734	TOTAL:	\$37,575.00	\$679.48	\$37,575.00	\$679.48

HON. ALEXANDER M. SANDERS, JR.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31742	TOTAL:	\$3,375.00	\$0.00	\$3,375.00	\$0.00

SAUL EWING LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31778	TOTAL:	\$21,180.00	\$494.12	\$21,180.00	\$494.12

SCARFONE HAWKINS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31665	TOTAL:	CDN \$8,153.75	CDN \$1,061.74	CDN \$8,153.75	CDN \$1,061.74

WARREN H. SMITH & ASSOCIATES, P.C.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31926	TOTAL:	\$33,331.50	\$920.05	\$33,331.50	\$920.05

STROOCK & STROOCK & LAVAN LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31755	TOTAL:	\$22,843.50	\$321.52	\$22,843.50	\$321.52

TOWERS WATSON					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31862	TOTAL:	\$26,275.50	\$0.00	\$26,275.50	\$0.00

VENABLE LLP (38th through 50th Interim Application Periods)⁶					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
32099	TOTAL:	\$209,779.50	\$5,434.06	\$209,384.77	\$5,245.41

WOODCOCK WASHBURN LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
31712	TOTAL:	\$6,262.50	\$0.00	\$6,262.50	\$0.00

⁶ The Thirty-Eighth through Fiftieth Interim Application Periods include July 1, 2010, through September 30, 2013.